

Provention Bio, Inc.  
Form SC 13G  
January 22, 2019  
7

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. )<sup>1</sup>

Provention Bio, Inc.  
(Name of Issuer)

Common Stock, \$0.0001 par value  
(Title of Class of Securities)

74374N102  
(CUSIP Number)

December 31, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

---

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.



CUSIP No. 74374N102

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson  
EIN: 22-1024240

2. CHECK THE APPROPRIATE BOX IF  
A (a) [ ] MEMBER OF A GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

5. SOLE VOTING POWER  
-0-

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER  
2,400,000\*

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED  
DISPOSITIVE  
POWER

2,400,000\*

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

2,400,000\*

10. CHECK  
BOX  
IF  
THE  
AGGREGATE  
AMOUNT  
IN [ ]  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES

11. PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9)

6.4%\*\*

12. TYPE OF  
REPORTING  
PERSON

CO

\* As of December 31, 2018.

\*\* Based on 37,351,562 shares of Common Stock outstanding as of November 5, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018.



CUSIP No. 74374N102

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
	Johnson & Johnson Innovation-JJDC, Inc. EIN: 22-2007137
2.	CHECK THE APPROPRIATE BOX IF (a) <input type="checkbox"/> A (b) <input type="checkbox"/> MEMBER OF A GROUP SEC USE ONLY
3.	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  New Jersey
5.	SOLE VOTING POWER -0-
6.	SHARED VOTING POWER 2,400,000*
7.	SOLE DISPOSITIVE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

POWER

-0-

SHARED  
DISPOSITIVE  
POWER

8.

2,400,000\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9.

2,400,000\*

CHECK  
BOX  
IF  
THE  
AGGREGATE  
AMOUNT  
IN [ ]  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES

10.

PERCENT OF  
CLASS  
REPRESENTED  
BY AMOUNT IN  
ROW (9)

11.

6.4%\*\*

TYPE OF  
REPORTING  
PERSON

12.

CO

\* As of December 31, 2018.

\*\* Based on 37,351,562 shares of Common Stock outstanding as of November 5, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018.





CUSIP No. 74374N102

SCHEDULE 13G

ITEM 1(a) NAME OF  
ISSUER:

Provention Bio,  
Inc.

ADDRESS OF  
ISSUER'S  
ITEM 1(b) PRINCIPAL  
EXECUTIVE  
OFFICES:

P.O. Box 666,  
Oldwick, NJ  
08858

ITEM 2(a) NAME OF  
PERSON  
FILING:

This statement is  
being filed by  
Johnson &  
Johnson, a New  
Jersey corporation  
("J&J"), and  
Johnson &  
Johnson  
Innovation-JJDC,  
Inc., a New Jersey  
corporation  
("JJDC"). JJDC is a  
wholly-owned  
subsidiary of J&J.  
The securities  
reported herein as  
being held by J&J  
and JJDC are  
directly  
beneficially  
owned by JJDC.  
J&J may be  
deemed to  
indirectly  
beneficially own

the securities that  
are directly  
beneficially  
owned by JJDC.

ITEM 2(b) ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE:

J&J: One  
Johnson &  
Johnson Plaza,  
New Brunswick,  
NJ 08933  
JJDC: 410  
George Street,  
New Brunswick,  
NJ 08901

ITEM 2(c) CITIZENSHIP:

J&J: New Jersey  
JJDC: New Jersey

ITEM 2(d) TITLE OF  
CLASS OF  
SECURITIES:

Common Stock,  
\$0.0001 par value

ITEM 2(e) CUSIP  
NUMBER:

74374N102

ITEM 3 STATEMENTS  
FILED  
PURSUANT TO  
RULES 13D-1(B)  
OR 13D-2(B) OR  
(C):

Not applicable.

ITEM 4 OWNERSHIP:

The information  
set forth in the  
cover pages to

this Schedule 13G  
is incorporated  
herein by  
reference thereto.

ITEM 5 OWNERSHIP OF  
FIVE PERCENT  
OR LESS OF A  
CLASS:

Not applicable.

4

---

CUSIP No. 74374N102

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

Not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10 CERTIFICATION:

Not applicable.

5

---

CUSIP No. 74374N102

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 22, 2019

JOHNSON & JOHNSON

By: /s/ Thomas Spellman III

Name: Thomas Spellman III

Title: Secretary

JOHNSON & JOHNSON  
INNOVATION-JJDC, INC.

By: /s/ Kevin Norman

Name: Kevin Norman

Title: Assistant Secretary